

LANDSCAPE ARCHITECTURE CANADA FOUNDATION

# COMMITTEE MANUAL



Approved by the Board January 2024. Revised December 2025.



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## 1. Context

Volunteers are the backbone of LACF, and committees are the primary structure through which our volunteers contribute. The work done by volunteers on committees makes it possible for LACF to achieve high levels of performance not otherwise possible.

LACF's Strategic Plan is a roadmap for the LACF's objectives and strategies, providing the foundation for LACF's programs and activities. LACF's Committees play a key role in the achievement of the Strategic Plan, through its key programs, policies. LACF Committees are also vital in ensuring liaison with other organizations.

## 2. Role and Function of LACF Committees, Task Forces and Liaisons

Committees have an advisory function to the Board. The Board may from time to time establish committees with duties and powers as it deems to be in the interest of the Foundation.

Each committee shall:

- be chaired by a director.
- have the committee membership and terms of reference approved by resolution of the Board.
- consider matters as are referenced to it by the Board.
- shall keep records of its activities and recommendations; and,
- shall report to the board at such intervals as required by the Board.

The composition of the committees shall be generally representative of the Board and, where possible and appropriate, include staff and members of the LACF and of the community at large. Including non-Board members is an effective way to add expertise, involve more of the community in the work of the LACF, and bring to the LACF a reflection of public opinion. It shall also serve as a means of recruiting, orienting, and screening prospective candidates for the Board.

A committee's function is to bring the experience, expertise and judgment of an individual or group of interested and informed persons to bear on a specific area of the LACF's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees' role includes:

- drafting a yearly or ongoing operational plan or work plan for approval by the Board, which shall include actions identified to the committee in the strategic plan.
- isolate the key issues requiring Board consideration.
- propose alternative actions.
- present the implications; and
- make recommendations to the Board for decision.

The Board will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition as it deems advisable.

## 2.1.1 Types of LACF Committees

Committees are the engine of work done by LACF. Membership on at least one committee or task force is expected of Board members.

There are three types of committees:

1. **Standing Committees** are those required under our by-laws.
2. **Operating Committees** are those required for our ongoing operations, even if they are not required under our by-laws. For example, the finance committee needs to work on an ongoing basis, not from time-to-time.
3. **Task Forces** are for specific tasks that either put in place to decide or are required for other time-related work directly by the Board. Typically, these are short-term groups related to specific projects.
4. **Liaisons** have an important role in that they maintain important relationships for LACF. They are individual roles, rather than committee responsibilities.

## 2.2.2 Overall Rules and Operation of Committees

Approvals: All publications, statements, positions or other publications or products must be developed in consultation with the LACF staff and require Board approval before being made available publicly. All documents must be available in both languages, carry the LACF branding and be laid out and/or reviewed by the LACF staff.

Committee Performance Metrics: The committees' effectiveness is essential to ensure the LACF is reaching its objectives and utilizing its resources (volunteer, staff and financial) effectively. As such, the committee should establish SMART Objectives and Metrics via its Operational Action Plan. The specific objectives should align with the LACF's strategic plan, and the committee's approved terms of reference. Use key performance indicators (KPIs) that directly reflect the success of each committee's objectives. KPIs could include metrics like engagement levels, event attendance, membership retention rates, survey responses, or other relevant measures.

Committee Restructuring: On occasion, and as part of the LACF's operational planning, a restructuring of committees and their management may occur. For example, Task Forces may become committees, committees may be dissolved to improve internal management and administration, or because of a lack of effectiveness, resources, interest, focus, budget or staff and volunteer resources.

Remuneration: No member of a Committee shall receive remuneration for duties performed on behalf of the Society but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Committee Chair and Executive Director.

## 2.2.3 Terms of Reference

A term of reference must be established for each committee and task force, approved by the Board, and circulated to all committee members.

## 2.2.4 Role of the Committee Chair

The Chairs of LACF Committees are responsible for:

- ensuring meetings are held as required.
- chairing the meetings.
- proposing the meeting agendas.
- drafting and advancing committee workplans.
- reporting on the Committee's activities at quarterly board meetings both in writing (on the committee report template) and orally.
- checking in with committee members to ensure they have all the resources required to accomplish their objectives.

The Committee Chair is expected to:

- **Provide Leadership:** The chairperson provides leadership to the committee members, setting the tone and direction for the committee's work.
- **Facilitate:** The chair facilitates discussions by allowing members to express their opinions, ensuring that all viewpoints are considered, and guiding the conversation toward productive outcomes.
- **Guide Decision-Making:** The chair often plays a key role in guiding the committee's decision-making process. They may help frame the issues, summarize discussions, and call for votes on various matters.
- **Coordinate:** In some cases, the chair may need to coordinate with other committees, departments, or organizations to align efforts and share information.
- **Resolve Conflicts:** If conflicts or disagreements arise among committee members, the chair may step in to mediate or facilitate resolution in a fair and impartial manner.
- **Coordinate with Staff:** The chair must work in close cooperation with LACF staff, who will take the lead on issues relating to management, administration, human resources, and budgetary issues.

The Chair must also liaise with the staff and the president of the LACF on a regular basis, especially in cases of approvals, removals, or complaints about the activities and/or members of the committee.

## 2.2.5 Reporting to the Board

The Executive Director provides the following template to the Committee Chairs before every Board Meeting. Quarterly committee reports must be submitted in this format, with additional information to be added by the Committee Chair as required.

Note: the Committee Chair is also responsible for contributing to the LACF Annual Report.

## Committee Report to the Board

**Notes on Completing this Report:** Thank you for completing this report for the Board! This reporting will help us keep track of the progress of the committee work and our achievement of Strategic Plan objectives. It will also expedite the Board meeting and should complement (not repeat) your oral report during the Board meeting. Please be succinct and take no more than 10-15 minutes to complete the report), use bullets whenever possible and include any motions to the Board that may apply. Please e-mail this form to Michelle Legault at [lacf-fapc@csla-aapc.ca](mailto:lacf-fapc@csla-aapc.ca) by the deadline.

Name of Committee	
Date of Board Meeting	
Deadline for Update:	(reports submitted after this date will not be able to be circulated)
Report Submitted by:	
Old Business: Update	
New Business: Update	
MOTIONS to be addressed by the Board	

**Progress on your Committee's Strategic Plan objectives** (note: the objectives and actions/measures will be suggested by the governance committee)

Objective (to be populated from the Strategic Plan)	Update on Actions/Performance Measures	Percentage Achieved (estimate)
Questions to Board or Advice Sought		

### 3. LACF Committee Terms of Reference Template

In 2018, LACF approved a template for all committee terms of reference:

<i>Committee/Task Force Name:</i>	Name of group
<i>Committee type</i>	Standing, Operating, Task Force or Liaison <sup>1</sup>
<i>Mandate</i>	Describe purpose and authority
<i>Membership</i>	Describe numbers, qualifications, how appointed; describe role of chairperson as appropriate
<i>Effective Date</i> (to be moved to under title in manual)	Date of terms of reference Date of standard review Generally, for Task Force only, describe expected end date
<i>Roles &amp; Responsibilities</i>	Describe for committee as well as members
<i>Reporting</i>	How and when to report to Executive and/or Board and/or other parties (i.e., deliverables)
<i>Assistance &amp; Linkages</i>	Expectations for assistance from other Board members not on committee; or relationship with other committees
<i>Meetings</i>	Expected frequency of meetings; describe annual cycle for committee as appropriate, or number of meetings/types to be held prior to completion of task force mandate NOTE: when possible, describe annual cycle in Excel format, so calendars can be merged by governance committee for overview
<i>Guiding policies &amp; procedures</i>	Append as appropriate any policies specific to the committee (i.e., produced under authority of committee; once the committee is tasked with reviews and updates, drafts of procedures that the committee is working on etc.). [All overarching policies and procedures apply; this is to be very specific to the committee]
<i>Training</i>	Describe how new members are brought into the committee and mentored in their role
<i>Budget</i>	Usually zero, but place to comment if there is a budget requirement

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<sup>1</sup> Standing Committee: described in LACF By-laws

Operating Committee: one that is ongoing and important to the ongoing and continuing operations of LACF; similar to Standing Committee but not described in by-laws

Task Force: limited time committee tasked with a particular initiative

Liaison: single person to liaise with another organization

## 4 LACF Committee Reporting

The Chairs must present a written report to every quarterly board meeting on the template. Committees must also produce an annual report before the yearly Annual Members' Meetings, to be included in the overall LACF Annual Report.

## 5. LACF Committees' Terms of Reference

### 5.1 Finance Committee (UNDER REVIEW)

Approved 13 March 2020. Targeted revision date March 2023.

<i>Committee type</i>	Operating
<i>Mandate</i>	To advise the LACF Board on matters relating to financial performance, internal control, auditing, risk management and sound business practices. Lead the development of financial, budget and investment strategies. Monitoring of financial activities of the LACF, accounting and liaison with external auditors.
<i>Membership</i>	Minimum membership consists of minimum of 3 persons appointed by the Board. The committee Chairman is the duly appointed LACF Treasurer, the others being at least one other Board Director and one member at large. The LACF President is an ex-officio member. The standard term of office is 3 years. Committee membership is reviewed annually, and individual membership may be renewed every 3 years. The maximum number of contiguous 3-year terms a committee member may stay on is three.
<i>Roles and Responsibilities</i>	Provide financial information on a timely basis to enable the Board to discuss potential issues, make decisions and fulfill its mandate. This includes but is not limited to: <ul style="list-style-type: none"> <li>○ quarterly and annual financial statements.</li> <li>○ an annual operating budget, expenditures forecast and updated 3-year budget forecast for approval by the Board.</li> <li>○ Provide recommendations to the Board for the security and protection of LACF resources and on any matter relating to financial or risk management.</li> <li>○ Recommend investment guidelines, review investment performance and advise on management of donor and grant initiatives as required.</li> <li>○ Conduct regular review of financial performance, risk management and other relevant policies and make recommended changes when deemed necessary.</li> <li>○ Provide the Board with recommended financial policies and procedures that support internal controls and management.</li> <li>○ Review the overall financial health and performance of the LACF and make recommendations to the Board on proposed improvements or adjustments.</li> <li>○ Recommend to the Board the selection, engagement, and performance of an external audit as necessary.</li> <li>○ Report to membership at the Annual Members Meeting on previous year's finances and proposed budget.</li> </ul>
<i>Assistance &amp; Linkages</i>	This committee will work closely with the Executive Committee and report at each Board meeting. This committee will report annually to the membership. This committee will report semi-annually and annually to the Scholarship, Fundraising and Governance Committees.
<i>Meetings</i>	At the call of the committee Chair as required and in advance of Executive Committee and Board meetings. Meetings are generally by videoconference.

<i>Guiding Policies and Procedures</i>	<p>LACF By-laws</p> <p>LACF Board Manual</p> <p>Thank you Policy</p> <p>Shares as Donations Policy</p>
<i>Training</i>	<p>Committee members are required to review and have a good understanding of LACF by-laws.</p> <p>Committee members are required to be financially literate i.e. ability to comprehend financial documents, ability to formulate financial policies and estimates, business strategies and risk mitigation measures. Periodic training to update these skills is supported.</p>
<i>Budget</i>	<p>This committee has an allocated budget to assist with bookkeeping, as determined each year in the annual budget process.</p> <p>This committee will include a budget for an external auditor.</p>

## 5.2 Grants Committee

Approved 5 April 2018. Revision approved by the Board on 15 December 2021. Revision date: December 2024.

<i>Committee Type</i>	Standing
<i>Mandate</i>	The Grants Committee develops and implements the grants process and manages the Annual Grants Program.
<i>Membership</i>	<p>The Committee is to have at least three members, the majority being Members in good standing of the CSLA.</p> <p>The Members and Chair are appointed by the Board.</p> <p>The Chair and at least two members will be members of the Foundation.</p>
<i>Roles &amp; Responsibilities</i>	<p><i>Committee Chair</i></p> <p>The Chair manages the Committee's activity and reports to the Board.</p> <p>The Chair discusses with each member at least once during each term how best to involve them in the committee's work (their satisfaction with the committee; the support they need to be involved).</p> <p>The Chair recruits the Annual Grants Jury and Jury Facilitator per Appendix A Annual Grants Jury Terms of Reference.</p> <p>The Committee Chair oversees the adjudication process, including any potential Conflict of Interest situations, notifies the grant recipients and liaises with the LACF Executive Director and Treasurer as required.</p> <p><i>Committee</i></p> <p>The Grants Committee promotes the Annual Grants Program.</p> <p>The Committee manages the Application Form, Annual Grants Application Information Package, and Annual Grants Evaluation matrix.</p> <p>The Committee implements the Committee TOR, the Annual Grants Policies and the Committee Workplan and suggests targets for grants funding in keeping with the LACF Strategic Plan, and reports to the Board for review or approval as necessary.</p> <p>Authority over the Results of the Competition</p> <p><i>The jury makes a recommendation which is approved by the Grants Committee and the Chair is responsible for ensuring the yearly approved budget is met.</i></p>
<i>Reporting</i>	<p>The Committee Chair notifies the Board of the Jury members.</p> <p>The Committee Chair notifies the Board of the number of grant submissions and subsequently of the grant recipients and grant award value.</p> <p>The Committee provides an annual written report prior to the annual general meeting.</p>
<i>Assistance &amp; Linkages</i>	The Grants Committee works closely with LACF staff for communications management and program coordination.

	The Grants Committee requires the support of the Treasurer for grant payments and scheduling.
<i>Meetings</i>	Meetings are held at the call of the Chair.
<i>Guiding policies &amp; procedures</i>	Annual Grants Application Form & Information Package Annual Grants Policy and Procedures Günter A. Schoch Bursary Policy Northern Research Bursary Policy Donald Graham Bursary Policy Annual Grants Program Jury Conflict of Interest Policy Special Grants Policy LACF Bylaws, Manuals and Strategic Plan Other grant and bursary policies approved by the Board
<i>Training</i>	The Committee Chair provides ongoing training support to the Committee and Jury. Committee members shall be familiar with all Guiding Policies and Procedures and seek out clarification from the Committee Chair when necessary.
<i>Budget</i>	The Committee contributes to the LACF budgeting process. Special Grants are approved by the Board from time to time per the Special Grants Policy.

## APPENDIX A: ANNUAL GRANTS JURY Terms of Reference

<i>Jury Name:</i>	Annual Grants Jury
<i>Participants</i>	The Annual Grants Jury Program is composed of five to seven members, including at least one member of the Grants Committee, with a balanced and diverse representation of the profession across Canada. The Annual Grants Program Jury members and Jury Facilitator are recruited annually by the Committee Chair in consultation with the Committee members and the President. Jurors are not required to be members of CSLA or LACF. Jurors are to abide by the Conflict of Interest Policy.
<i>Term</i>	As defined by the Grants Committee.
<i>Roles &amp; Responsibilities</i>	The Committee Chair oversees and supports the grants adjudication process. The Jury Facilitator provides support and guidance for the Jury throughout the adjudication process. The Annual Grants Jury adjudicates the grant proposals, provides evaluations and comes to the consensus of grant recipients and award amounts, within the available budget. The Annual Grants Jury provides feedback on the Annual Awards Program and adjudication process to the Committee Chair. <i>The jury makes a recommendation which is approved by the Grants Committee and the Chair is responsible for ensuring the yearly approved budget is met.</i>
<i>Assistance &amp; Linkages</i>	The Committee Chair oversees and supports the jury process. The Jury requires the support of the Jury Facilitator, Committee Chair and LACF staff for adjudication process.
<i>Meetings</i>	Meetings are held at the call of the Committee Chair or Jury Facilitator.
<i>Guiding policies &amp; procedures</i>	Grants Application Form, Grants Information Package and Evaluation Matrix Annual Grants Policy and Procedures Günter A. Schoch Bursary Policy Northern Research Bursary Policy Donald Graham Bursary Policy Annual Grants Jury Conflict of Interest Policy

	LACF Bylaws, Manuals and Strategic Plan Special Grants Guidelines Other grant and bursary policies approved by the Board
<i>Training</i>	Jury members will be familiar with all relevant Policies and Procedures and seek out clarification from the Jury Facilitator when necessary.

## 5.3 Scholarship Committee

Approved 12 December 2019. Revised December 2025

<i>Committee type</i>	Standing
<i>Mandate</i>	<ul style="list-style-type: none"> <li>to co-ordinate the award and promotion of LACF-FAPC scholarships;</li> <li>to recommend to the Board scholarship nominations;</li> <li>to advise the Board of Directors on matters relating to new LACF-FAPC scholarships and LACF-FAPC scholarship policies;</li> <li>to develop and implement the scholarship processes; and</li> <li>to evaluate the effectiveness of policies and communications regarding scholarships.</li> </ul>
<i>Membership</i>	<p>Membership is a minimum of two (2) Directors. At least one member shall be from academia. The majority of the committee shall be Members in good standing of LACF. Members are appointed by the Board. The Executive Director serves on the committee in an ex-officio capacity.</p> <p>The President serves as an ex-officio member.</p> <p>The Chair shall be a member of the committee and appointed by the Board.</p> <p>The Chair must be a member of LACF.</p> <p>The Chair will set meetings; task members with duties; compile comments; and make submissions to the Board on behalf of the committee.</p>
<i>Roles &amp; Responsibilities</i>	<p>The Scholarship Committee will be responsible for:</p> <ul style="list-style-type: none"> <li>-managing the committee activities, including liaison with the committee members</li> <li>- reporting to the board</li> <li>- recommending to the Board membership on the committee</li> <li>-developing and updating policies for various scholarship types</li> <li>-developing policies, procedures and implementation for the various scholarships</li> <li>-co-ordinate the activities of the university program scholarships, including ensuring that each school is informed annually of availability and amount of the scholarship, providing schedule for nomination and award, and announcement of recipients</li> <li>-receiving nominations for scholarships and making recommendations for approval to the Board</li> <li>-making recommendations to the Board regarding any new scholarships, including external partner scholarships (such as industry and firm scholarships)</li> <li>-liaising with the LACF staff for appropriate e-news and updates to the LACF website</li> <li>-reviewing any new program or component scholarship agreements for consistency with LACF policies, and making recommendation to the Board for approval of any such scholarships</li> <li>-posting relevant scholarships on <a href="http://scholarshipscanada.com">scholarshipscanada.com</a> or similar website(s).</li> </ul> <p>The Committee may assign tasks to other LACF Board Members (i.e. Scholarship Champions).</p> <p><b>The Role of Scholarship Champions</b></p> <p>A champion from the board should be identified for each scholarship or group of regional scholarships. The champions:</p> <ul style="list-style-type: none"> <li>provide coordination with the partner and the university, if applicable</li> <li>participate in communication and presentations to students and researchers.</li> </ul> <p>Scholarship Champions should report to the Scholarship Committee and the Executive Director. The Executive Director is responsible for tracking the scholarship champions.</p>

<i>Reporting</i>	Report to the Board within six months of formation with initial policy and recommendations. Provide an annual report to the membership as part of the Annual Members Meeting.
<i>Assistance &amp; Linkages</i>	The Executive Director will assist the Committee by ensuring cheques and certificates are issued to scholarship recipients. The Scholarship Committee will work closely with the staff to ensure e-news and the website are updated. The Scholarship Committee will work closely with the Finance Committee regarding any proposals that have budgetary implications. The Treasurer will report on the amount of funding available in each scholarship semi-annually to the Scholarship Committee and annually to the Board and Membership. The Scholarship Committee will work closely with the Scholarship Champions.
<i>Meetings</i>	Meetings are held at request of the Chair, as required.
<i>Guiding Policies and Procedures</i>	<a href="https://lacf.ca/scholarship/lacf-national-scholarships">https://lacf.ca/scholarship/lacf-national-scholarships</a> <a href="https://lacf.ca/scholarship/lacf-regional-scholarships">https://lacf.ca/scholarship/lacf-regional-scholarships</a>
<i>Training</i>	As required.
<i>Budget</i>	No budget is allocated to the Scholarship Committee except through assistance from the Executive Director.  The amount available for scholarships is expected to continue to increase through ROI and fundraising.

## 5.4 Fundraising Committee (UNDER REVIEW)

Approved May 28<sup>th</sup>, 2018, revised August 2<sup>nd</sup>, 2018; revised Dec 2020). Targeted revision date December 2023.

<i>Committee type</i>	Standing
<i>Mandate</i>	The Fundraising Committee establishes and maintains policies, procedures and supporting strategies for fundraising to realize LACF strategic initiatives, in adherence with best practices for fundraising. The committee is not solely responsible for fundraising.
<i>Membership</i>	<p>The Fundraising Committee is comprised of four to six members drawn from the LACF and the CSLA, including:</p> <ul style="list-style-type: none"> <li>○ The LACF Treasurer and President, ex officio</li> <li>○ At least two members of the LACF Board of Directors</li> <li>○ Members should be drawn from a diversity of the regions: Atlantic, Quebec, Ontario, Prairie, British Columbia and North.</li> <li>○ LACF Board representatives are appointed for a three-year renewable term.</li> <li>○ Other members are appointed for a two-year renewable term.</li> <li>○ The chair and members of the committee will be appointed by the LACF Board of Directors.</li> </ul>
<i>Roles &amp; Responsibilities</i>	<p>Establish and monitor a three-year fund development plan and fundraising targets</p> <p>Establish and recommend fund development policies, procedures and strategies that ensure best practices are maintained and that the development plan and programs are donor centric.</p> <p>Review and recommend levels of donor recognition and evaluate methods of recognition so that all donations are recognized appropriately.</p> <p>Monitor and evaluate progress in meeting fundraising targets.</p> <p>Promote and support fundraising activities by attending, volunteering, and giving monetary or in-kind assistance to the level that the committee members are able.</p> <p>Uphold the principles set out in the Donor Bill of Rights</p>
<i>Assistance &amp; Linkages</i>	<p>The Committee works closely with the LACF Treasurer and the LACF Board of Directors.</p> <p>The Committee cooperates with regional professional organizations that fund LACF.</p> <p>The Committee communicates with and responds to the needs of donors.</p> <p>The Committee solicits, coordinates with, and supports the fundraising champions who approach donors for support.</p>
<i>Meetings</i>	As necessary, estimated at not less than twice per year.
<i>Quorum</i>	50% of committee members +1.
<i>Guiding Policies &amp; Procedures</i>	<p>LACF Bylaws</p> <p>LACF Board Manual</p> <p>LACF Fundraising Policy, including donor bill of rights</p> <p>LACF Thank You Policy</p>
<i>Training</i>	<p>New committee members review the guiding policies and procedures.</p> <p>Members to stay current with fund development trends and participate in professional development opportunities with the aim of strengthening LACF's fundraising capacity.</p>
<i>Budget</i>	<p>Operation of the Committee: nominal</p> <p>Implementation of fundraising programs and campaigns require funding, budgets to be approved by the Board.</p> <p>Successful operation of the committee is vital to realize the aims of LACF.</p>

## 5.5 Executive Committee

Approved April 5<sup>th</sup>, 2018. Revised June 2025.

<i>Committee type</i>	Standing
<i>Mandate</i>	The Executive Committee is established to enhance the efficiency of the Board. The committee implements the direction given by the Board. It possesses specific powers to make decisions between Board meetings if necessary; such decisions are subject to ratification by the Board at the next meeting.
<i>Membership</i>	The committee is comprised of the officers of the Foundation (President, Vice-President, Treasurer and Secretary). Officers of the Foundation are elected by the Board. They hold office for three years, or until their successors are elected.
<i>Roles &amp; Responsibilities</i>	The roles of the President, Vice-President, Secretary and Treasurer are described in the by-laws. The Past President chairs the Nominating Committee, is responsible for assisting the Executive Committee in implementing direction given by the Board and provides advice to the Committee and Board on operations of the Foundation.
<i>Reporting</i>	<p>The Executive Committee provides reports on their activities at each Board meeting through the President, or his/her designate, or through minutes.</p> <p>Minutes are taken at Executive Committee meetings and distributed to the Board at the next Board meeting. The Board is not responsible for approving the minutes; they are presented for information and discussion purposes only.</p> <p>Minutes of the Executive Committee are not posted on the website</p>
<i>Meetings</i>	<p>Executive Committee meetings are held about four (4) times per year, at the request of the President.</p> <p>Meetings are generally by conference calls. Decisions are also made by e-mail when time is of the essence.</p>
<i>Guiding policies &amp; procedures</i>	No current policies other than the by-laws.
<i>Training</i>	As members of the Executive have generally been part of the Board for at least one term, they are generally familiar with the operations of the Foundation.
<i>Budget</i>	The Executive Director will assist the Executive by attending meetings and taking minutes; this is included in the overall budget for the Executive Director.

## 5.6 Governance Committee

Approved 5 April 2018. Revisions approved by the Board on June 9<sup>th</sup>, 2021. Revisions approved by the Board on June 21<sup>st</sup>, 2022. Date of next review: June 2026.

### Mandate

To advise the Board of Directors on matters relating to the Board's governance structure and processes as they relate to the support and delivery of the LACF Strategic Plan. Additionally, the committee evaluates board effectiveness and the ongoing education of board members.

### Membership

- Minimum membership is two (2) Directors appointed by the Board.
- The President and Executive Director are ex officio members.
- A chairperson shall be a member of the Board and appointed by the Board.
- Other LACF members at large may also serve on the Governance Committee.

### Roles & Responsibilities of the Committee

The roles and responsibilities of the Governance Committee are:

1. to ensure the governance structures and systems in place support the LACF achieving its organizational objectives and the objectives as stated in the strategic plan
2. to monitor, maintain, review and propose updates of the LACF bylaws to the Board
4. to monitor, maintain review and propose updates to all LACF governing documents, including the Policy, Committee and Board manuals
5. to develop, recommend to the Board and implement continued good governance principles and evaluate on an ongoing basis the effectiveness of existing board governance structures, including the monitoring of Board member on-boarding and exiting.

### Reporting

#### General

- A Governance Report for the Board will be prepared by the Chair for the LACF Annual Report.
- A quarterly Governance Committee Report will be prepared by the Chair to present at each board meeting.
- By-laws
- By-law modifications are presented to the Board in the last quarter annually to allow notice to membership as required in by-laws, in time for their ratification at the Annual Members' Meeting.
- Board, Policy and Committee Manuals and other governance documents
- The annual cycle for reporting is strongly governed by the timing of the Annual Members Meeting.
- Report recommended updates on manuals to Board in the first quarter annually.
- Report recommended updates to business continuity to Board in the last quarter annually.

### Assistance & Linkages

This committee will work closely with the Executive Committee and liaise with the Executive Director to ensure appropriate updates are made available to members and Board as appropriate. The Executive Director is responsible for all operational issues, including the maintenance of the governance documents.

Assistance will be sought from Board members on specific by-law issues and the development of new policies.

### Meetings

At the call of the committee Chair as required.

Generally, meetings may be held at least two weeks in advance of each Board meeting. If the governance committee is asked to attend an executive committee meeting, the governance committee may also meet in advance of such a joint meeting.

Generally, meetings shall be conducted remotely.

Most of the work of the committee will be done electronically.

### **Guiding policies & procedures**

LACF By-laws as posted on website; or most up-to-date version until revisions have been posted.

Board Manual, Policy & Procedures Manual; Committee Manual; approved version and most current updates

### **Training**

Committee members are required to review and have a good understanding of LACF by-laws and the Board, Committee and Policy Manuals.

### **Budget**

Requirements shall be put forward annually as part of the budget process as may be required for anticipated work to be completed by the Committee.

## 5.7 Nominating Committee

Approved 2 December 2020. Revised December 2025.

<i>Committee type</i>	Standing
<i>Mandate</i>	The purpose of the Nominating Committee is to annually prepare and present a slate of candidates to serve on the LACF Board of Directors.
<i>Membership</i>	<p>From LACF by-laws, the Nominating Committee consists of three members: the Past President or, failing this, another Board Member, who shall act as committee chair; one Member designated from and by the Canadian Society of Landscape Architects (CSLA) Board of Directors<sup>2</sup>; and one CSLA Fellow at large.</p> <p>The Nominating Committee is struck annually, approved by the Board of Directors in December, and finished 30 days prior to each Annual Members Meeting (AMM), at which point the Nominating Committee slate is presented to the membership.</p>
<i>Roles &amp; Responsibilities</i>	<p><b>Duties of Nominating Committee Members</b></p> <p>Nominating Committee Members will:</p> <ul style="list-style-type: none"> <li>○ be familiar with the LACF vision and mission, by-laws, strategic plan, and committee terms of reference;</li> <li>○ engage in meeting with the Committee Chair in January to understand the current needs of LACF and LACF committees;</li> <li>○ bring forward ideas for new Board members, including those from outside the profession of landscape architecture;</li> <li>○ agree on a method for interviewing/evaluating potential nominees;</li> <li>○ conduct interviews/evaluations in an agreed upon manner, keeping notes on the process and outcome;</li> <li>○ report to the Committee Chair on outcomes of interviews/evaluation, including whether a potential nominee may be suitable at a future time;</li> <li>○ work together so that by March, the Committee Chair shall have a slate of nominees available for the Board of Directors, describing how the slate meets the overall Board needs now, and in respect to the future; and</li> <li>○ report to the Committee Chair any concerns or suggestions regarding the process each year, to continually improve the ability of LACF to meet its goals.</li> </ul> <p><b>Duties of the Nominating Committee Chair</b></p> <p>The duties of the Committee Chair are outlined below with approximate calendar timelines. These duties and dates may change depending on the degree of Board change-over and by the timing of the Annual Members Meeting.</p> <p><u>October/November</u></p>

<sup>2</sup> NOTE: the by-laws say CSLA Board of Governors; this editorial change needs to be made the next time the by-laws are updated

	<ul style="list-style-type: none"> <li>○ receive an updated timeline from the LACF Executive Director (ED) regarding Board dates/deadlines for AMM, with dates to meet the AMM deadline.</li> </ul> <p><u>November</u></p> <ul style="list-style-type: none"> <li>○ contact Nominating Committee members to review the timelines for the Committee work and their roles;</li> <li>○ get the list of LACF Board members and their service term, and confirm who is eligible to stand for another term;</li> <li>○ contact LACF Board members whose terms are expiring and discuss whether they will stand again, as may be appropriate, and confirm that their extension is within the terms of the by-laws.</li> </ul> <p><u>December (Board Meeting)</u></p> <ul style="list-style-type: none"> <li>○ list Board members who have terms expiring, and who wish to stand for re-election;</li> <li>○ lead discussion on the needs of LACF and the needs of each committee;</li> <li>○ present a diversity matrix of the LACF board to ensure a balance of representation is achieved ;</li> <li>○ get direction from the Board on the optimal number of nominees for the slate;</li> <li>○ review list of any previous suggestions for Board members (i.e., suggested previously but not yet contacted; previously contacted, but at that point unable to commit);</li> <li>○ ask for suggestions for Board nominees (at meeting, or by given date in January).</li> </ul> <p>Within a week of the December Board meeting, the Chair will let Nominating Committee members know that they have been confirmed by the Board and will convene a meeting of the Nominating Committee in January.</p> <p><u>January:</u></p> <p>Discuss with the Nominating Committee:</p> <ul style="list-style-type: none"> <li>○ the overall Board requirements (e.g., skills, regional and diversity requirements);</li> <li>○ the needs of the various Board committees;</li> <li>○ suggestions from the Board regarding nominees, as well as the list from the previous year of potential Board members;</li> <li>○ the Committee suggestions for meeting Board/committee requirements;</li> <li>○ the need to ask universities for suggestions on academic nominee;</li> <li>○ whether presidents of the components should be asked if a particular region is not well represented, or if they have suggestions for specific expertise (e.g., grants expertise, governance, financial etc.);</li> <li>○ who will contact each university/component/potential nominee;</li> <li>○ the deadline necessary for getting the agreement of nominees to stand for election;</li> <li>○ the information needed from the CSLA as to whether nominees are members in good standing.</li> </ul> <p><u>February</u></p> <ul style="list-style-type: none"> <li>○ ensure that nominees have the information they need to decide whether to accept the nomination;</li> <li>○ ensure that a full slate has been put together for the Board.</li> </ul> <p><u>March</u></p> <ul style="list-style-type: none"> <li>○ at March Board meeting, present slate to the Board;</li> </ul>
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	<ul style="list-style-type: none"> <li>○ keep a record of potential Board members who either were not contacted (not needed for current slate) or who were contacted but were unable to commit at the current time; this will be used if there are requirements for Board members between AMMs, and for initiating discussions in the following cycle;</li> <li>○ contact (or have ED contact) all slate members and invite them to attend the June Board meeting(s), as well as the LACF AMM.</li> </ul> <p><u>March – May:</u></p> <ul style="list-style-type: none"> <li>○ 30 days prior to AMM make the slate public;</li> <li>○ Present slate at the AMM.</li> </ul>
<i>Reporting</i>	<p>Report proposed slate to Board typically at the March Board meeting</p> <p>Publicly report the slate 30 days prior to the Annual Members Meeting</p> <p>Present slate at Annual Members Meeting</p>
<i>Assistance &amp; Linkages</i>	<p><b>Board responsibilities to the Nominating Committee:</b></p> <p>Board members should inform the Nominating Committee chair if they are planning to resign from the Board prior to their term date.</p> <p>Committee chairs are responsible for ensuring that their committees have the volunteers necessary to function and will assist the Nominating Committee in finding suitable replacements for any Board members who are leaving their committee. Volunteers on committees can be an excellent place to train potential Board members. Keep this in mind and keep the Nominating Committee chair informed of possible new Board members.</p>
<i>Meetings</i>	<p>Meeting cycle is described in the duties of Chair</p>
<i>Guiding policies &amp; procedures</i>	<p>The LACF Board can be up to 30 members, but it must be at least 12. The Nominating Committee is not responsible for simply ‘replacing’ Board members that retire or resign. The Committee must ensure that the overall make-up of the Board continues to have the majority of Directors as Members in good standing of the CSLA and ensure that the Board represents both the regions of Canada and the diversity of the profession as much as possible. Diversity includes professional diversity (i.e., private practice, academic, government), and social diversity (e.g., age, gender, race, etc.).</p> <p>Though most Board members shall be members in good standing of the CSLA (a by-law requirement), the Nominating Committee should seek to get nominees from outside the profession who understand and agree with the LACF vision, its mission and values.</p> <p>The Strategic Plan or other Board direction will assist the Nominating Committee in the number of member(s) they should aim to recruit in any given year.</p> <p>The Nominating Committee is responsible for developing a slate of candidates for the Annual Members Meeting. They are not responsible for finding Board members between AMMs, for updating terms of reference for any roles or committees nor are they responsible for determining membership on LACF committees which is the responsibility of the Committee chairs, in conjunction with the approval of the Board of Directors.</p> <p>The Nominating Committee members are to be aware of the general structure and goals of LACF, in order to have conversations with prospective Board member candidates. However, details on</p>

	<p>Board roles prior to election should be addressed by the President or a Board Committee chair. Orientation of new Board members, once elected, is the responsibility of the LACF Board.</p> <p>The Nominating Committee will determine how to conduct interviews with potential nominees, including types of questions they need to ask to get the information they need (e.g., Board skills, talents, time/attendance commitments, personal giving, and willingness to draw their personal and business networks into the organization.)</p>
<i>Training</i>	The Chair is typically the past -president of the LACF, so will be responsible to describing the role to the new members annually.
<i>Budget</i>	No specific budget